

Bankwell Financial Group, Inc.

Form 4

December 21, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lampert Todd

(Last) (First) (Middle)

C/O BANKWELL FINANCIAL
GROUP, INC., 220 ELM STREET

(Street)

NEW CANAAN, CT 06840

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Bankwell Financial Group, Inc.
[BWFG]

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock ⁽¹⁾					700		D
Common Stock ⁽²⁾					334		D
Common Stock					18,724		D
Common Stock	12/18/2015		M		1,620	\$ 15.5	D
Common Stock					3,898		I Held as Custodian

Common Stock	9,499	I	for Minor Held by Wife
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (3)	\$ 15.5	12/18/2015		M	1,620	12/22/2005	12/22/2015	Common Stock	1,620	
Stock Options (3)	\$ 16					03/29/2006	03/29/2016	Common Stock	1,500	
Stock Options (4)	\$ 17.5					12/13/2006	12/13/2016	Common Stock	4,125	
Stock Options (5)	\$ 20.7					12/12/2007	12/12/2017	Common Stock	3,871	
Stock Options (5)	\$ 20.7					12/12/2007	12/12/2017	Common Stock	1,456	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lampert Todd
C/O BANKWELL FINANCIAL GROUP, INC. X
220 ELM STREET
NEW CANAAN, CT 06840

Signatures

/s/ Todd Lampert
by POA 12/21/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- 1,400 shares of restricted stock granted pursuant to the 2012 BNC Financial Group, Inc. Stock Plan and will vest in four equal annual
- (1) installments of 25%, with the first installment to vest on November 5, 2014 and an additional 25% to vest on each annual anniversary of the grant date thereafter. As of the Transaction Date, 700 Shares have vested.
- 1,000 shares of restricted stock granted pursuant to the 2012 Bankwell Financial Group, Inc. Stock Plan. The shares vest in three
- (2) substantially equal installments - the first immediately on December 15, 2014 and then on each of December 3, 2015 and December 3, 2016. As of the Transaction Date, 666 Shares have vested.
- (3) Stock Options granted pursuant to the 2002 Bank Management, Director and Founder Stock Option Plan, all of which are fully vested.
- (4) Stock Options granted pursuant to the 2006 Stock Option Plan, all of which are fully vested.
- (5) Stock Options granted pursuant to the 2007 Bank of New Canaan Stock Option Equity Award Plan, all of which are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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